

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.974 OF 2016

IN THE MATTER of Sections 391 to
394 of the Company Act, 1956;

AND

IN THE MATTER of Prachar
Communications Private Limited

AND

IN THE MATTER of the Composite
Scheme of Arrangement between
Chowrangee Marketing Private Limited
(The “First Transferor Company”)

And

Femtex Mercantile (India) Private
Limited,

(The “Second Transferor Company”)

And

Prachar 4 Communications Limited,
(The “Third Transferor Company”)

And

Prachar Communications Private
Limited,

(The “Transferee Company / Demerged
Company”)

And

Choosy Impex Private Limited.
(The “Resulting Company”)

And

Their Respective Shareholders

Prachar Communications Private Limited)
A company incorporated under the provisions)
of the Company Act, 1956 and having its)
registered office at 105, B-wing, Samkeet)
Apartments, Sant Janabai Marg,)
Vile Parle – (E), Mumbai – 400 057, Maharashtra) ... Applicant

Called Company Summons for Direction for hearing

Mr. Yogesh Adhia, Advocate for Applicant.

Coram: S. C. Gupte, J.

Date : 2nd December, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant above named by Company Summons for Direction AND UPON hearing Mr. Yogesh Adhia, Advocate for the Applicant Company AND UPON reading the Affidavit dated 18th October, 2016 of Mr. Deepak Doshi, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT:

1. The convening and holding the meeting of the Equity Shareholders of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement between Chowrangee Marketing Private Limited (the First Transferor Company), Femtex Mercantile (India) Private Limited (the Second Transferor Company), Prachar 4 Communications Limited (the Third Transferor Company), Prachar Communications Private Limited (the Transferee Company /

Demerged Company), Choosy Impex Private Limited (the Resulting) and their respective shareholders, is dispensed with in view of the consent given by all the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “F-1” to “F-10” to the Affidavit in Support of the Company Summons for Direction.

2. The question of convening and holding of the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement between Chowrangee Marketing Private Limited (the First Transferor Company), Femtex Mercantile (India) Private Limited (the Second Transferor Company), Prachar 4 Communications Limited (the Third Transferor Company), Prachar Communications Private Limited (the Transferee Company / Demerged Company), Choosy Impex Private Limited (the Resulting) and their respective shareholders, is dispensed with in view of the averments made in paragraphs 17 and 19 of the Affidavit in support of the Company Summons for Direction *inter alia* stating that Scheme does not affect the rights of the creditors of either the Transferor or Transferee or Resulting Companies, as the same is only between the Companies and their respective members and that none of the rights of the creditors of any of the Companies are sought to be affected or modified that nobody would be prejudiced if the proposed Scheme is sanctioned, and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by Registered Post A.D. to all its Secured Creditors and also publish the notice of the date of hearing of the Company Scheme Petition in two local newspapers namely “Free Press Journal” in English language and translation thereof in “Navshakti” in Marathi

language both having circulation in Mumbai. The said undertaking is accepted.

3. The convening and holding the meeting of the Unsecured Creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement between Chowrangee Marketing Private Limited (the First Transferor Company), Femtex Mercantile (India) Private Limited (the Second Transferor Company), Prachar 4 Communications Limited (the Third Transferor Company), Prachar Communications Private Limited (the Transferee Company / Demerged Company), Choosy Impex Private Limited (the Resulting) and their respective shareholders, is dispensed with in view of the averments made in paragraphs 18 and 19 of the Affidavit in support of the Company Summons for Direction *inter alia* stating that Scheme does not affect the rights of the creditors of either the Transferor or Transferee or Resulting Companies, as the same is only between the Companies and their respective members and that none of the rights of the creditors of any of the Companies are sought to be affected or modified and that nobody would be prejudiced if the proposed Scheme is sanctioned, and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by Registered Post A.D. to all its Unsecured Creditors and also publish the notice of the date of hearing of the Company Scheme Petition in two local newspapers namely “Free Press Journal” in English language and translation thereof in “Navshakti” in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

(S.C. Gupte, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by : Shankar Gawde, Stenographer